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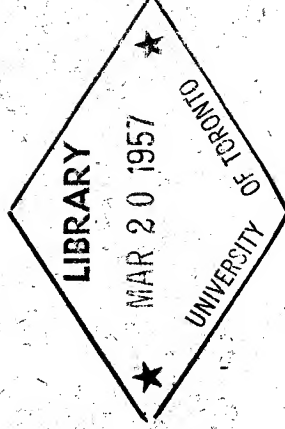
Fifth Session, Twenty-Second Parliament, 5-6 Elizabeth II, 1957.

THE SENATE OF CANADA

BILL M⁸.

An Act respecting The British America Assurance Company.

AS PASSED BY THE SENATE, 13th MARCH, 1957.



EDMOND CLOUTIER, C.M.G., O.A., D.S.P.
QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1957

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Preamble.
1920, c. 84.

WHEREAS The British America Assurance Company has by its petition prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

1920, c. 84.

1. Section 5 of chapter 84 of the statutes of 1920 is repealed and the following substituted therefor:—

Annual
meeting.

“5. The annual meeting of the shareholders shall be held at the head office of the Company on such day in each year as shall from time to time be fixed by resolution of the directors. Notice of the meeting shall be given by publishing the same in a newspaper, published in the place where the head office of the Company is situated, fifteen days before the day the meeting is to be held, and the directors shall lay before the meeting a full printed statement of the affairs and financial position of the Company made up to the thirty-first day of December of the previous year, which statement shall be certified by the president or vice president and by the secretary or assistant-secretary for the time being.” 10 15 20

Notice.

Statement to
be
submitted.

Qualification
of directors.

2. Subsection (1) of section 8 of chapter 84 of the statutes of 1920 is repealed and the following substituted therefor:—

“8. (1) No person shall be elected or continue to be a director unless he holds in his own name and for his own use and absolutely in his own right one hundred fully paid shares in the capital stock of the Company and has paid all liabilities incurred by him to the Company.” 25

EXPLANATORY NOTES.

Clause 1. The only change suggested in clause 1 of this Bill is in respect of the first sentence of section 5 of *The British America Assurance Company Consolidation Act, 1920*, chapter 84 of the statutes of 1920, which now reads as follows:—

“5. The annual meeting of the shareholders shall be held at the head office of the Company on such day in each year not later than the last day of the month of March as shall from time to time be fixed by resolution of the directors.”

The proposed amendment eliminates the words “not later than the last day of the month of March”.

The Company is closely associated with The Western Assurance Company and the purpose of the amendment is to make the provisions relating to the time of the annual meeting of the shareholders of The British America Assurance Company conform to those relating to the associated Company, so that the annual meetings of the two Companies may be held on the same day and when expedient after the end of March.

Clause 2. Subsection (1) of section 8 of chapter 84 of the statutes of 1920 reads as follows:—

“8. (1) No person shall be elected or continue to be a director of the Company unless he holds in his own name and for his own use shares of the capital stock of the Company to the amount of at least two thousand five hundred dollars and has paid in cash all calls due thereon, and all liabilities incurred by him to the Company.”

Under this provision, a person, to be a director, is required to hold 250 shares of the Company which are of a par value of \$10.00 each. The Company's shares are fully paid and are available only in the open market, and at present, to be a director, a person is required to invest considerably more than \$2,500.00, without any resulting advantage to the Company.

The purpose of the proposed amendment is to provide that a person, to be a director, must hold 100 fully paid shares of the Company.

The share qualification required of a director of this Company would then be in line with that required by the general provisions of the *Canadian and British Insurance Companies Act*, chapter 31 of the Revised Statutes.